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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 6606  
(HARMAN BECKER AUTOMOTIVE SYSTEMS, INC.)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Harman Becker Automotive Systems, Inc. ("Harman Becker") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 6606 (Harman Becker Automotive Systems, Inc.) (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on May 22, 2006, Harman Becker filed proof of claim number 6606 against Delphi, which asserts an unsecured non-priority claim in the amount of \$191,024.66 (the "Claim") stemming from the sale of goods.

WHEREAS, on February 15, 2008, the Debtors objected to the Claim pursuant to the Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D) Claims Subject to Modification and Modified Claim Asserting Reclamation (Docket No. 12686) (the "Twenty-Sixth Omnibus Claims Objection").

WHEREAS, on March 10, 2008, Harman Becker filed its Response of Harman Becker Automotive Systems, Inc. to Debtors' Twenty-Sixth Omnibus Objection Pursuant to 11 U.S.C. §502(b) and Fed. R. Bankr. P. 3007 to Certain (A) Duplicate or Amended Claims, (B) Untimely Claims Not Reflected on Debtors' Books and Records, (C) Untimely Claims, and (D)

Claims Subject to Modification as Modified Claim Asserting Reclamation (Docket No. 13052) (the "Response").

WHEREAS, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$184,163.21 as a general unsecured non-priority claim.

WHEREAS, to resolve the Twenty-Sixth Omnibus Claims Objection with respect to the Claim, the Debtors and Harman Becker entered into this Joint Stipulation.

WHEREAS, pursuant to this Joint Stipulation, the Debtors acknowledge and agree that the Claim shall be allowed against the estate of DAS LLC in the amount of \$184,163.21 as a general unsecured non-priority claim.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Harman Becker stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$184,163.21 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Allowance of the Claim is in full satisfaction of the Claim and Harman Becker, on its behalf and on behalf of each of its predecessors, successors, assigns, parents, subsidiaries, and affiliated companies, and each of their former, current, and future officers, directors, owners, employees, and other agents (the "Harman Becker Releasing Parties"), hereby waives any and all rights to assert, against any and all of the Debtors, that the Claim is anything

but a prepetition general unsecured non-priority claim against DAS LLC. The Harman Becker Releasing Parties further release and waive any right to assert any other claim, cause of action, demand, or liability of every kind and nature whatsoever, including those arising under contract, statute, or common law, whether or not known or suspected at this time, which relate to the Claim or which the Harman Becker Releasing Parties have, ever had, or hereafter shall have against the Debtors based upon, arising out of, related to, or by reason of any event, cause, thing, act, statement, or omission occurring before the Petition Date.

3. Harman Becker shall withdraw its Response to the Twenty-Sixth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 14th day of October, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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